

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

January 16, 1996

19431-A

Ms. Mildred Lee
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of Amendment No. 1 dated November 9, 1995 to the Agreement dated as of March 31, 1995 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: The Kansas City Southern Railway Company
114 West Eleventh Street
Kansas City, MO 64105

The equipment involved in this transaction is as follows:

Equipment: Two (2), SD40-3 locomotives (see Annex A.1. attached for reporting mark & numbers.)

Please file this agreement as a supplementary document to Recordation No. 19431 filed May 22, 1995. A cheque for the filing fee of \$21.00 is enclosed.

Sincerely,



Chris Dilley
Administrative Assistant

/cpd
Enclosures (2)

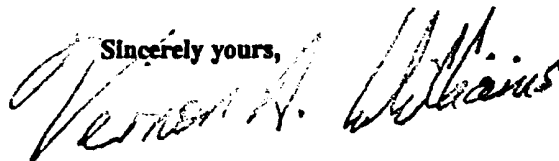
2/7/96

Chris Dilley
Balm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/7/96 at 2:45PM, and assigned recordation number(s). 11047-H, 18905-G, 19431-A, 19922 and 19923.

Sincerely yours,

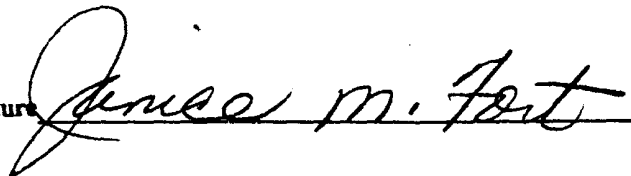


Vernon A. Williams
Secretary

Enclosure(s)

\$ 105.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19431-A

CERTIFICATION OF TRUE COPY

On December 15, 1995, I Sharon L. Van Fossan, have examined the original copy of the Amendment No. 1 dated as of November 9, 1995 to the Locomotive Lease Agreement dated as of March 31, 1995 between Helm Financial Corporation and The Kansas City Southern Railway Company, and I hereby certify that I have compared the attached duplicate copy with the original and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgements thereof.



Sharon L. Van Fossan
Supervisor Contract Administration

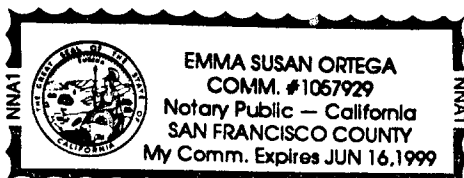
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On December 15, 1995, before me, Emma S. Ortega personally appeared Sharon L. Van Fossan, Supervisor Contract Administration for HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.


SIGNATURE OF THE NOTARY

19431-A

ICC ORIGINAL

AMENDMENT NO. 1

THIS AMENDMENT NO. 1 (the "Amendment") to the Locomotive Lease Agreement dated as of March 31, 1995 (the "Lease") between HELM FINANCIAL CORPORATION ("Lessor") and THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("Lessee") is made as of November 9, 1995 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which the two (2) SD40-3 locomotives bearing the reporting marks and numbers HLCX 6051 and 6053 (the "Unit(s)") were leased by Lessor to Lessee.
- B. Lessor and Lessee desire to exclude from the Lease the Unit bearing the reporting mark and number HLCX 6051 ("Undelivered Unit"), which was never delivered to Lessee, and to add to the Lease the SD40-3 locomotive bearing the reporting mark and number HLCX 6050 ("Replacement Unit"), which was delivered to Lessee in place of the Undelivered Unit.
- C. Lessor and Lessee desire to extend the Initial Term of the Lease for the Units.
- D. The parties desire to amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. Retroactive to March 31, 1995, Annex A to the Lease is replaced by Annex A.1. attached hereto and all references in the Lease to Annex A shall be deemed to refer to Annex A.1.
- 4. [INTENTIONALLY LEFT BLANK]
- 5. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 6. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ICC ORIGINAL

IN WITNESS THEREOF, each party, pursuant to due corporate authority has caused this Amendment No. 1 dated as of November 9, 1995 to the Locomotive Lease dated as of March 31, 1995 to be signed in its respective corporate name on the date indicated below its signature.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

THE KANSAS CITY SOUTHERN RAILWAY
COMPANY

By: 

By: 

Title: President

Title: SA VP - operations

Date: December 15, 1995

Date: 12/13/95

APPROVED AS TO FORM

R.P. Byggman

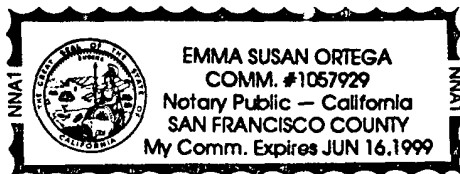
ICC ORIGINAL

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On December 15, 1995, before me, Emma S. Ortega,
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.



Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

(Notarial Seal)

STATE OF MISSOURI)
) S.S.
COUNTY OF JACKSON)

On December 12, 1995, before me, Martha Mueller,
personally appeared A.W. REES, SERVICE PRES. OPERATIONS of
THE KANSAS CITY SOUTHERN RAILWAY COMPANY,

— personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.

Martha Mueller
SIGNATURE OF THE NOTARY
MARTHA MUELLER

NOTARY PUBLIC STATE OF MISSOURI
CLAY COUNTY
MY COMMISSION EXP. MAY 17, 1997

ICC ORIGINAL

[Notarial Seal]

ANNEX A.1.

To the Locomotive Lease Agreement dated as of March 31, 1995, as amended, between Helm Financial Corporation and The Kansas City Southern Railway Company

Equipment Description:

Two (2), SD40-3 locomotives equipped with Woodward's Complete Locomotive Control microprocessor control system.

Unit Number:

HLCX 6050
HLCX 6053